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While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

**Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®**

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SCRIPT/EDITS LAYOUTS FINISHES LETTERS COLORS CONSULTATIONS

**REQUIEM!**

ONLY A MOMENT AGO, PETER PARKER READ THE HEART-BREAKING TELEGRAM...

NOW, THE TIRED AND WEARY YOUTH BOILS WITH FURY AS HE WEB-SLINGS ACROSS THE COLD MANHATTAN SKY...

THEY MADE A MISTAKE... SENT ME A TELEGRAM MEANT FOR SOMEONE ELSE!

AUNT MAY CAN'T BE DEAD!

PLEASE... PLEASE... SHE CAN'T BE!



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SHOULDER THROBBING WITH PAIN, SPIDEY PAUSES, DRAWS IN A LUNGBFUL OF AIR, THEN LAUNCHES HIMSELF SKYWARD...

I FEEL SO HELPLESS... BLASTED ARM'S BROKEN... SLOWING ME DOWN!

ALL I WANT IS TO GET TO AUNT MAY'S NURSING HOME... CLEAR UP THIS MISTAKE!

BLAST! IF I DON'T DO SOMETHING, EVERYTHING I BELIEVE IN IS MEANINGLESS!

BUT IF I DO, I'LL WASTE VALUABLE TIME!

NUTS! HAVEN'T ANY CHOICE... CAN'T LET SOMEONE ELSE DIE BECAUSE OF--HOLD IT!

SPIDEY SWINGS ON, THEN... CAN'T KEEP WEB-SLINGING... MY ARM CAN'T TAKE IT!

FWWW... COUPLE OF WOULD-BE MUSKERS MUSCLING A MEAK BUSINESS TYPE.

THEY'LL CUT HIM INTO MINCE MEAT!

BUT I CAN'T TAKE THE TIME NOW... GOTTA GET TO--

COPS RUNNING UP THE BLOCK... THEY'LL TAKE CARE OF THIS MESS...

THANK GOODNESS! I CAN GET ON WITH MY PROBLEMS!

JOE! YOU SEE THAT?

YEAH, SPIDER-MAN PASSED US BY... DIDN'T EVEN TRY'N STOP THESE CREEPS!

HE'S AS BAD AS THE BUGLE'S BEEN SAYING!

FORTUNATELY THIS BUS GOES PAST THE NURSING HOME...

THE BUS RIDE SEEMS AGONIZINGLY LONG, BUT FINALLY IT ENDS, AND...

GOTTA GET INSIDE... A QUICK CHANGE, THEN I'LL CLEAR UP EVERYTHING!

WHAT'S WRONG WITH ME? SUDDENLY I FEEL SOMETHING CRAWLING INSIDE ME...

M-MY STOMACH'S CHURNING IN FEAR!

IT ONLY TAKES A MOMENT FOR THE FRANTIC SPIDER-MAN TO CHANGE INTO A GRIM-FACED PETER PARKER. AND THEN...

WHO'S IN CHARGE HERE? WHAT IN BLAZES IS GOING ON?

PETER PARKER? I'M DR. RINEHART, YOUR AUNT'S PHYSICIAN. COME ON IN, LAD.

LOOK HERE, DOC. I GOT THIS STUPID TELEGRAM. IT SCARED ME OUT OF MY WITS...

I'M SORRY, LAD. I TRIED CALLING YOU FOR HOURS, BUT THERE WAS NO ANSWER.

WH-WHERE ARE WE GOING?

NO! NO! IT CAN'T BE TRUE... BUT IT IS!

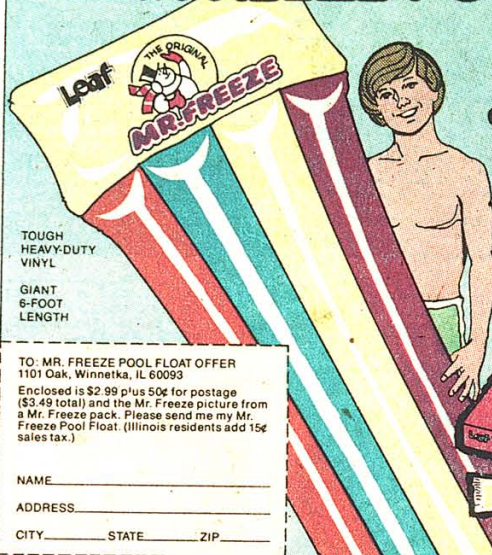
IT HAPPENED YESTERDAY MORNING, SON... SHE SUFFERED A MASSIVE CARDO-INFARCTION.

THERE WAS ABSOLUTELY NOTHING WE COULD DO.

I'M TRULY SORRY, SON, BUT YOUR AUNT MAY HAS DIED.



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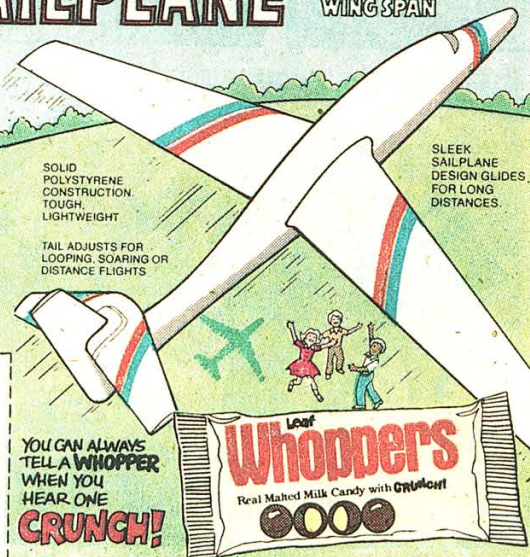
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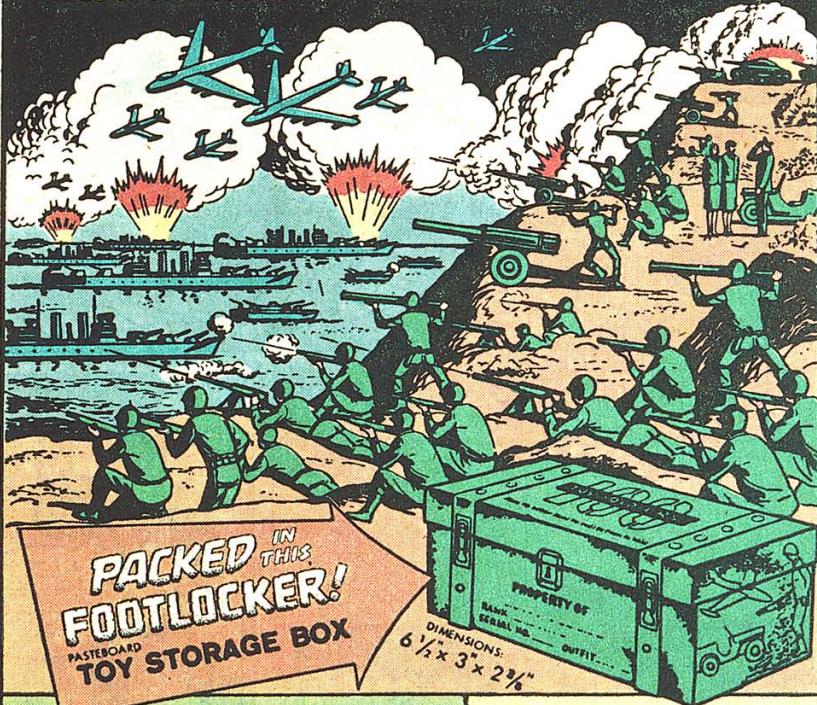
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BUT, DOC... SHE TOLD ME SHE WAS FEELING BETTER.



JUST THE OTHER DAY SHE WAS SAYING...

...OH, GOD... I FEEL SO SICK...



... SO WEAK... SO VERY, VERY HELPLESS...



SON, I KNOW HOW YOU MUST FEEL. BUT SHE DIDN'T SUFFER ANY...

DEATH WAS INSTANTANEOUS.

SON, I KNOW HOW HARD THIS IS FOR YOU, BUT THERE ARE DECISIONS THAT MUST BE MADE.

YOU'VE GOT TO MAKE FUNERAL ARRANGEMENTS. DO YOU HAVE A PRIEST? DO YOU WANT A FULL SERVICE? YOU'VE GOT THE CITY, STATE AND FEDERAL GOVERNMENTS TO CONTACT.

AS YOU KNOW, SHE USED HER HOME TO PAY FOR HER STAY HERE... WE WON'T DISPOSE OF IT IF YOU WISH TO WORK OUT AN ARRANGEMENT WITH US, BUT WE'LL HAVE TO KNOW.



NO! DON'T BOTHER ME NOW!

I--I DON'T WANT TO THINK ABOUT ANYTHING.

YOU HANDLE EVERYTHING... I'LL SIGN FOR IT.



NOW, LEAVE ME ALONE...

I GOTTA GET OUT OF HERE... GOTTA CLEAR MY HEAD...

WITHOUT THINKING, THE DAZED YOUTH STAGGERS BACK TOWARD MANHATTAN AS A THOUSAND MEMORIES FLICKER THROUGH HIS MIND...



AUNT MAY'S BEEN WITH ME EVER SINCE MY PARENTS DIED.

SHE RAISED ME, TAUGHT ME, MADE ME WHAT I AM TODAY!

I... OH, LORD... I JUST CAN'T BELIEVE SHE'S GONE!



I'M SUDDENLY ALL ALONE...

... AND I FEEL SO VERY LOST!

HE STUMBLES ON, UNCERTAIN, OBLIVIOUS TO THE STORM RAGING AROUND HIM...



THOSE FIREMEN... I WAS LIKE THEM ONCE... RUNNING OFF AT A MOMENT'S NOTICE TO SAVE THE LIVES OF PEOPLE I HARDLY EVER KNEW...

I NEVER THOUGHT TWICE WHETHER OR NOT I'D EVER COME BACK...



ALWAYS RUSHING FORWARD... NEVER PAUSING... NEVER APPRECIATING WHAT I HAD.

HOW MANY TIMES DID I TELL AUNT MAY HOW MUCH I LOVED HER?

NOT NEARLY ENOUGH... I'M SURE OF IT.

NOW I'LL NEVER BE ABLE TO TELL HER THAT AGAIN.

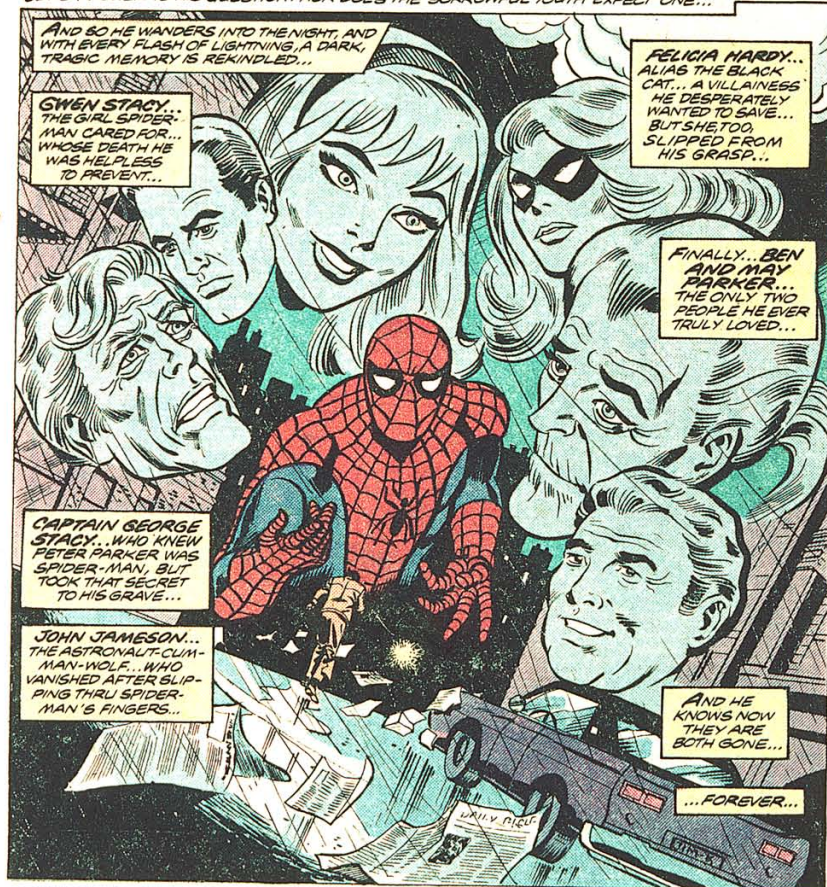








THE WEIGHT OF WORLDS LONG GONE PRESS IN ON HIS HUNCHED OVER SHOULDERS. THERE CAN BE NO ANSWER TO HIS QUESTION. NOR DOES THE SORROWFUL YOUTH EXPECT ONE...



AS THE TROUBLED PETER PARKER TRUDGES THRU THE RAIN-SWEPT STREETS, LET US PAUSE A MOMENT AND LOOK IN ON J. JONAH JAMESON...





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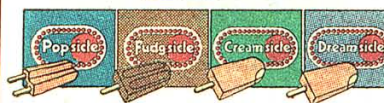
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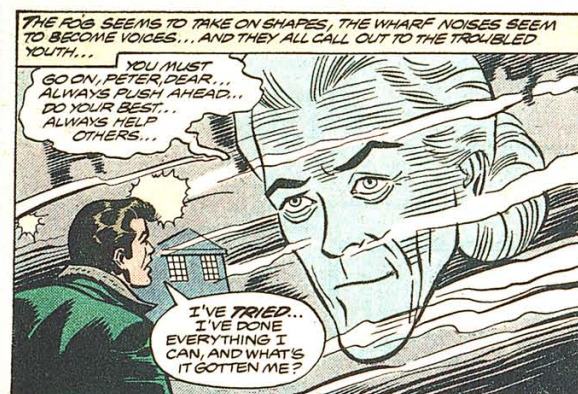
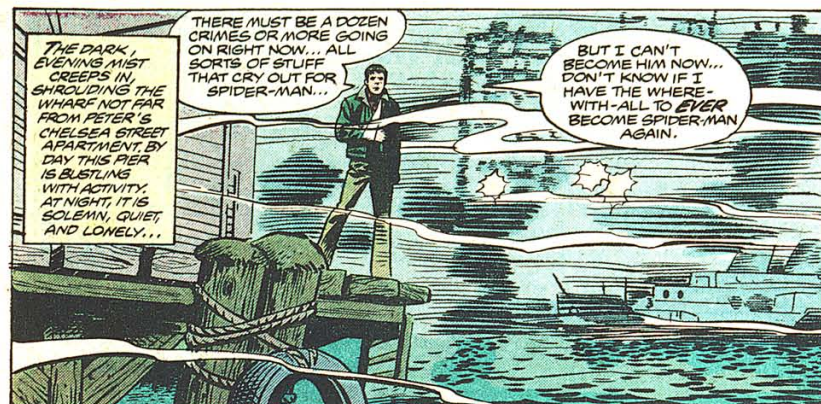
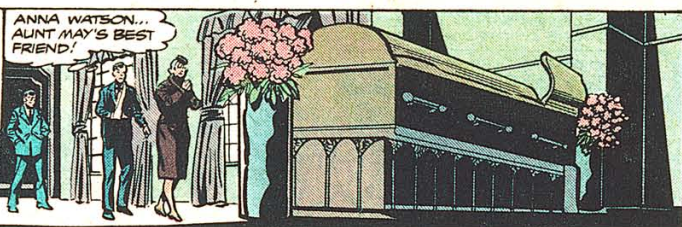


DISTRAUGHT, PETER PARKER SILENTLY PLODS ON. AND, BY THE TIME HE REALIZES WHERE HE HAS WALKED TO, HE IS ON THE CAMPUS OF EMPIRE STATE UNIVERSITY...



15











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IT'S LIKE A **TORNADO** TORE THROUGH THIS PLACE--  
WHAT IN BLAZES IS GOING ON HERE?



FIRST AUNT MAY DIES, THEN HER OLD HOME IS VIRTUALLY RIPPED APART AT THE SEAMS.



IT'S ALMOST AS IF--  
**HEY!!**

OH, MY GOD! NO WONDER MY SPIDER-SENSES WERE CLANGING AT FULL TILT!

I WAS ALL CAUGHT UP IN MY EMOTIONS. DIDN'T CONNECT THAT NAME BEFORE.



BUT NOW I SUDDENLY REMEMBER WHO DR. LUDWIG RINEHART REALLY IS!



SOMETHING'S STARTING TO STINK LIKE FOUR DAY OLD FISH!

I'M NOT EXACTLY SURE WHAT IT IS, BUT I'LL GET TO THE **BOTTOM** OF THIS--



-- OR SOMEONE'S GONNA **PAY!**

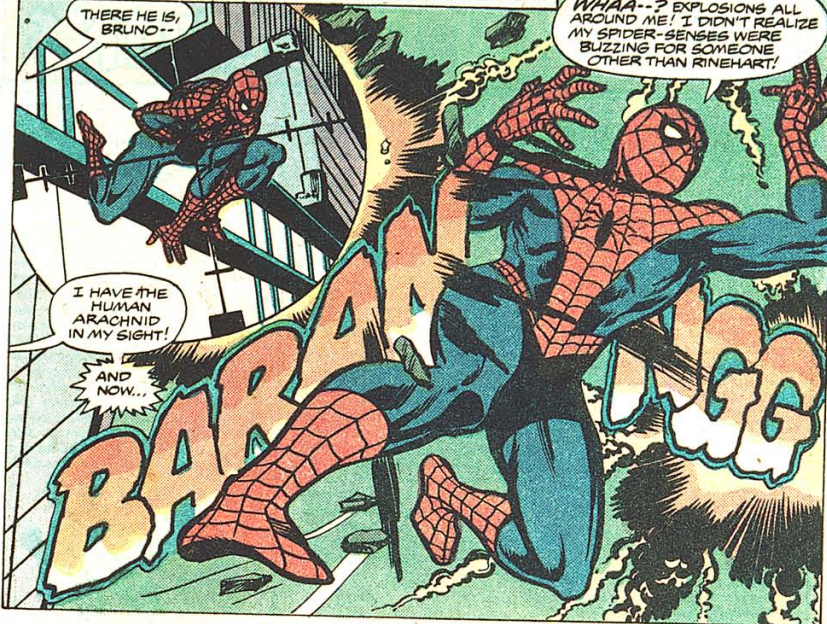
WHY DIDN'T I CONNECT THAT NAME BEFORE?



HOW COULD I HAVE BEEN SO BLASTED **GULLIBLE?!!**

WHY IN BLAZES WEREN'T MY **WITS** ABOUT ME? **WHY?!!**

AS AN ANGRY SPIDER-MAN WEB-SLINGS THROUGH MANHATTAN...



THERE HE IS, BRUNO--

WHAA--? EXPLOSIONS ALL AROUND ME! I DIDN'T REALIZE MY SPIDER-SENSES WERE BUZZING FOR SOMEONE OTHER THAN RINEHART!

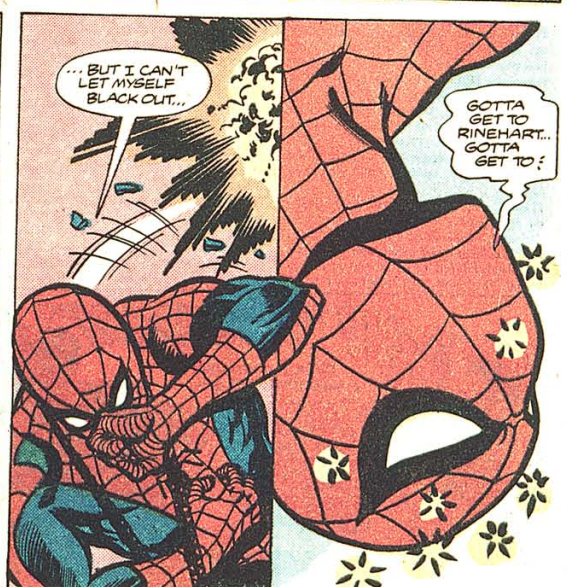
I HAVE THE HUMAN ARACHNID IN MY SIGHT!

AND NOW...



GETTING **DIZZY**... IT WAS SOME SORT OF **GAS BOMB!**

EVERYTHING'S GROWING FUZZY... GETTING DARK--



... BUT I CAN'T LET MYSELF BLACK OUT...

GOTTA GET TO RINEHART... GOTTA GET TO!



# BULLPEN BULLETINS

## STAN'S SOAPBOX

Sorry! You'll have to wait till next ish to learn more about ODYSSEY, the latest and greatest illustrated mag of our century! Why the wait? Simple. I don't want Marveldom Assembled to think I'm using this column, one of the most widely-read literary offerings in publishing, just for the purpose of huckstering new projects. We discussed ODYSSEY last month, so this time let's take a breather while we rap about another, totally different subject—if I can think of one!

Hey, I know! Let's yak about our television shows. A lot of valorous viewers have written to ask why we allow the various producers to change our favorite heroes when they're filmed for tv. Well, if it'll make you feel any better, we hate those changes as much as you do. The problem is, we've had to allow the changes—we weren't able to prevent them. You see, although I function as a "consultant", all I can do is butt in and give my opinions (which I do all the time!), but I can't force the producers or the networks to produce the shows the way you and I would want them to. Only the producer can make the final decisions, and Marvel has not yet been the producer.

But don't despair! The times they are a'changin'! We've decided that we'll no

longer allow anyone else to produce shows about our cavortin' little cast of characters! No sir! Not even if Aunt Petunia begs us to! From now on, anytime someone brings one of our stalwart swashbucklers to the little home screen, that someone will be Marvel! Yep, that's right. We're gonna produce, or co-produce any new Marvel shows ourselves!

I can almost hear some of you shouting, "But you guys aren't tv producers! Waddaya know about producing television shows?" Glad you asked, frantic one! Mebbe we didn't know much about it before, but you can bet your final Hulk-out that we're mighty fast learners—and the next time a Marvel superhero makes it to the screen, he's gonna be depicted the way we created him, the way we popularized him, and the way we want the world to see him!

Now, if that's not enough to get a real sizzling argument going amongst the ribald ranks of Marvel, wait'll you see what we come up with later on! But till then, the whole batty bullpen wishes you a superabundance of laughs, luck, and love! Stay cool, hang loose, and tread easy—the best is yet to come!

Excelsior!

Stan

Shooter (who?) and bunches more! Thousands of fearless fans turned out to see our crazy crew and other guest pros, to buy and swap comics, and to hobnob about the latest happenings. Our gracious hosts Adam Malin and Gary Berman did a great job, and a good time was had by all!

ITEM! Great Moments in Comics Dep't: A ton of things are transpiring this month that you ought not to miss. Hold on to your seats friends, and keep a box of Kleenex handy, because never before in the history of Marvel have so much triumph, tragedy and sheer drama been packed into a single month! We can hear the cynics out there saying "prove it!" Okay, guys, how's this for openers—in the gripping pages of THE AMAZING SPIDER-MAN #196, Peter Parker finds himself truly alone in the world for the first time. You dare not miss "Requiem: May Parker." Tragedy doesn't stop there, either, as in CAPTAIN AMERICA #237, Steve Rogers must face the irrevocable fact of Sharon Carter's death. This may well be one of the most powerful, poignant scenes ever depicted



in illustrated fiction. Can Captain America rebuild his shattered life? We'll tell you this much—after this landmark story, entitled "...From the Ashes," the Living Legend will never be the same again! Meanwhile, in the AVENGERS #187, at last, Quicksilver and the Scarlet Witch learn the secret of their true origin! And speaking of origins, MARVEL TWO-IN-ONE #55 introduces the new Giant-Man! What a month! There's more, of course, but we'll let you see for yourselves when you visit your local newsstand! Better go now, friends!

we've been working on it, and as creative endeavors are wont to do, it has grown, developed, and changed. And we're proud to say, it's even better than we'd ever dared to hope! No words we say here can possibly do this work justice, so we simply want to thank Doug Moench, John Buscema, Rudy Nebres, Peter Ledger, Rick Marschall, Ralph Macchio and all the other folks, too numerous to mention, who contributed to this superlative effort. Thanks, guys!

ITEM! Several Bullpeners, including Stan the Man, were guests at the back-to-back Spring Creation Conventions held in New York and Philadelphia a few weeks back. Other notables present included John Buscema, John Romita, Gene Colan, George Perez, Jim

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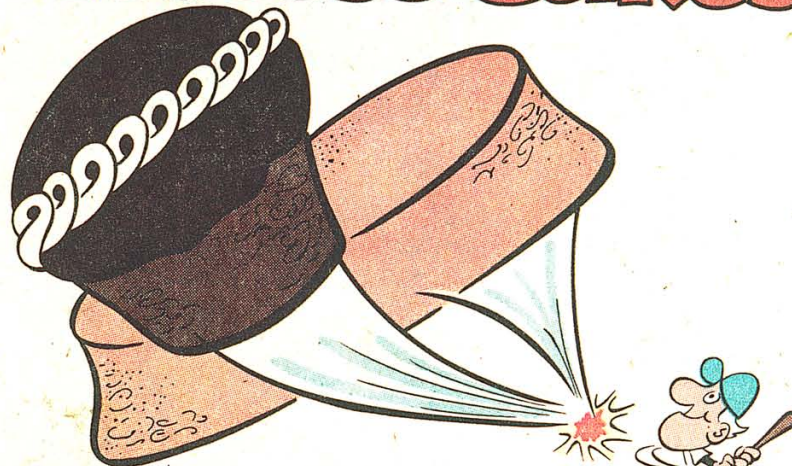
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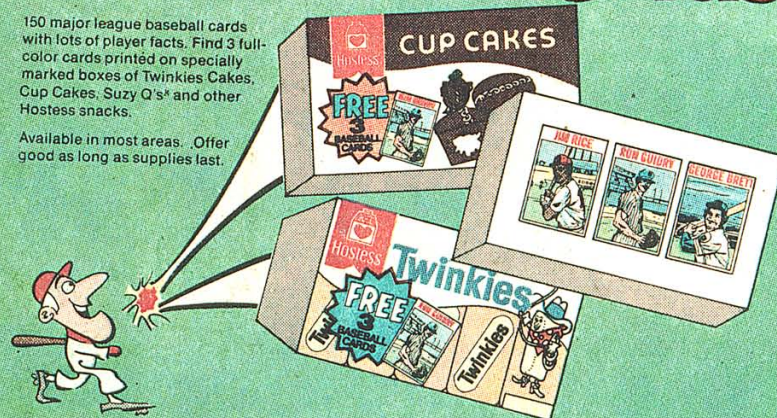


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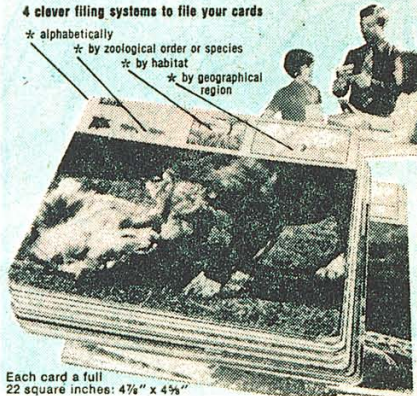
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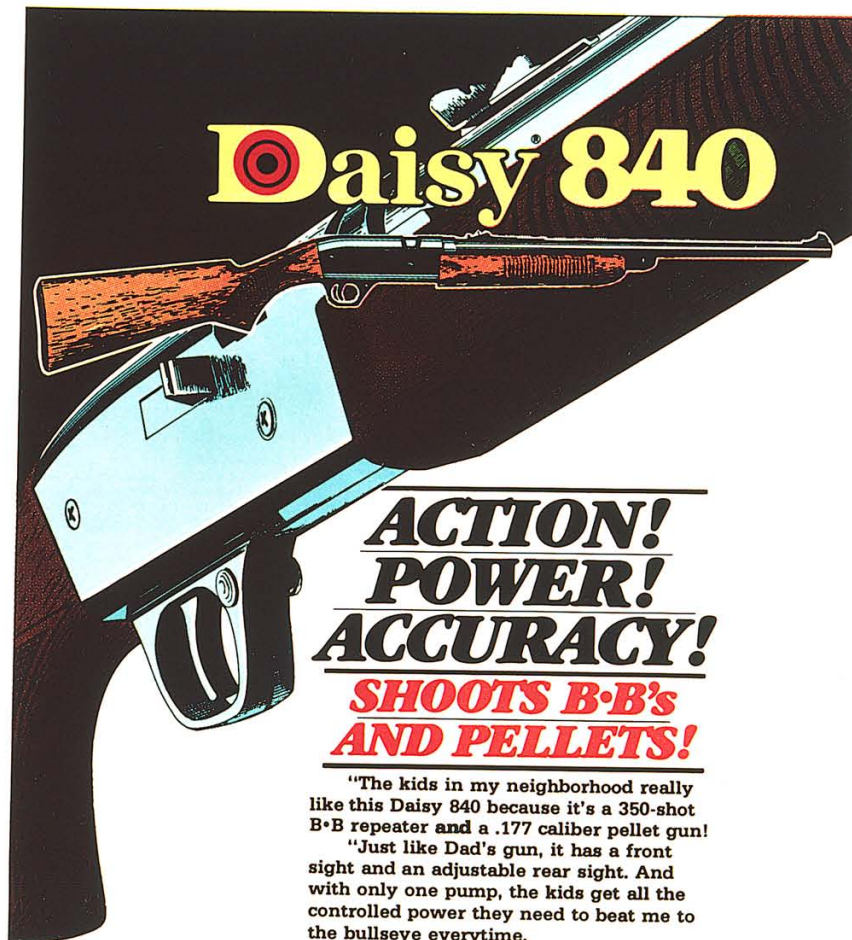
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